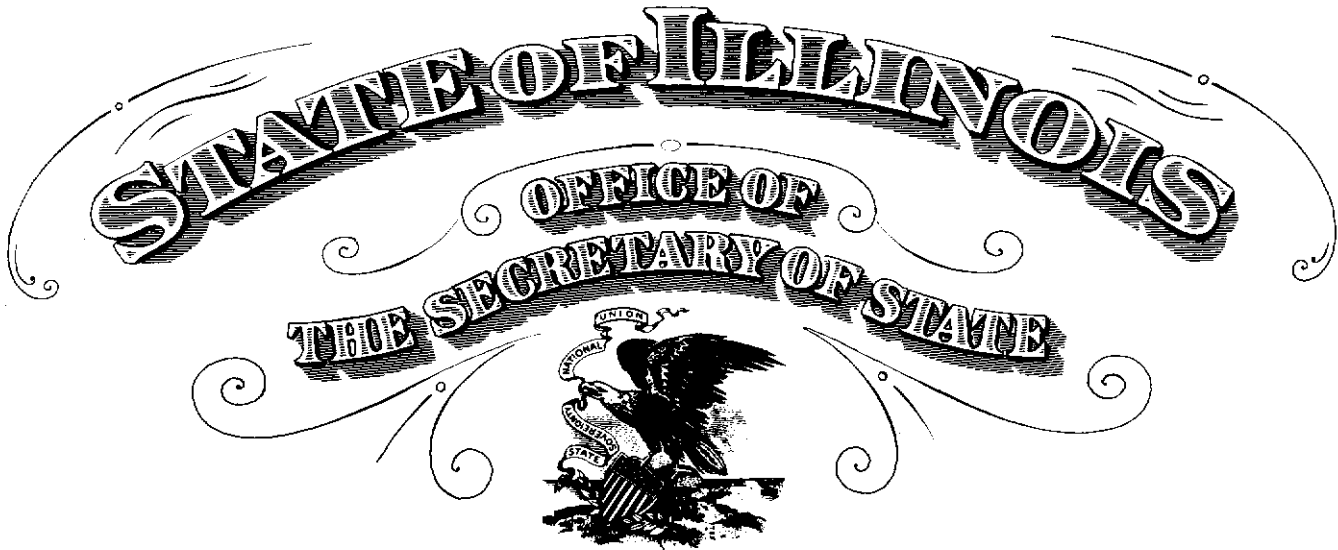


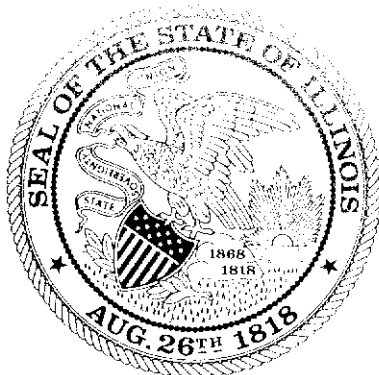
Attachment 2
Articles of Incorporation
and
Certificate of Authority to Transact
Business in Illinois



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that TALK AMERICA INC., INCORPORATED IN THE STATE OF PENNSYLVANIA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON MARCH 24, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 18TH
day of DECEMBER ***A.D.*** 2002.

Jesse White

SECRETARY OF STATE

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 19, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY. That from an examination of the indices and records of this department. it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on April 11, 2001 for TALK.COM HOLDING CORP., a Pennsylvania corporation; incorporated May 17, 1989 whereby the corporate name was changed to TALK AMERICA INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Duggan

Secretary of the Commonwealth

OPQS

Attachment

1

JUN-12-2001 16:47

P.04

Form **BCA-13.40**
(Rev. Jan. 1988)APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOISFile # **56766839**Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1837
http://www.sos.state.il.us**FILED**

JUN 05 2001

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of StateDate **6-5-01**

Filing Fee \$ 25.00

Approved: *[Signature]*Remit payment in check or money
order, payable to "Secretary of State."

1. (a) CORPORATE NAME: Talk.com Holding Corp
 (b) If changed, NEW CORPORATE NAME: Talk America Inc
 (c) (Complete only if the new corporate name is not available in this state.)
 ASSUMED CORPORATE NAME:
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
 transaction of business in Illinois. Form BCA 4.18 is attached.)
2. (a) State or Country of Incorporation: Germany
 (b) If changed, Period of Duration: _____
3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
 (If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation. If any,
 as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated
 by the proper officer of the state or country wherein the corporation is incorporated, which certification is not
 more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$35 unless
 the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the
 event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable
 fee.
5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom
 affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)
 Dated April 16, 2001, Talk.com Holding Corp
 (Month/Day) / (Year)
 attested by Norville T. Law, IV Secretary
 (Signature of Secretary or Assistant Secretary)
 C-186A (Type or Print Name and Title)
 by Norville T. Law, IV Executive Vice President
 (Signature of President or Vice President)
 (Type or Print Name and Title)

TOTAL P.04

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

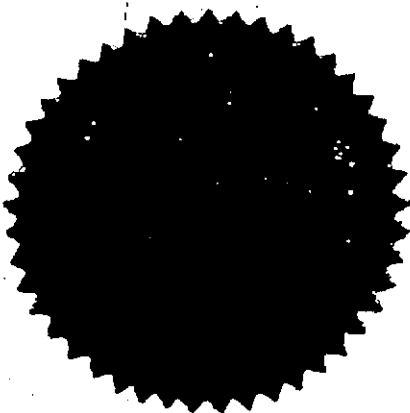
JUNE 09, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TALK.COM HOLDING CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim D. Ryznar
Secretary of the Commonwealth

JSOW

ARTICLES OF INCORPORATION		PLEASE INDICATE WHICH TYPE OF CORPORATION		FEE
COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE - CORPORATION BUREAU 308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120		<input type="checkbox"/>	DOMESTIC BUSINESS CORPORATION	\$75.00
		<input checked="" type="checkbox"/>	DOMESTIC BUSINESS CORPORATION A CLOSE CORPORATION - COMPLETE BACK	
		<input type="checkbox"/>	DOMESTIC PROFESSIONAL CORPORATION ENTER BOARD LICENSE NO.	
010 NAME OF CORPORATION MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 7508 (1)				
TEL-SAVE, INC.				
011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)				
1017 North York Road - Unit I				
012 CITY	013 COUNTY	014 STATE	015 ZIP CODE	
Willow Grove	Montgomery	PA	19090	
020 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION				
The purposes for which it was organized are: to engage in and do any lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law.				
(ATTACH 2X 11 SHEET IF NECESSARY)				
The Appropriate Number of Shares, Class of Shares and Par Value of Shares Which the Corporation Shall Have Authority to Issue:				
040 Number and Class of Shares	041 Stated Par Value Per Share If Any	042 Total Authorized Capital	043 Term of Existence	
5000 common	N/A	\$10,000	perpetual	
The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator:				
050 Name	051, 052 053, 054 Address (Street, City, State, Zip Code)	Number & Class of Shares		
Daniel Borislov	1017 North York Road, Unit I - Willow Grove PA 19090	1000 common		
(ATTACH 2X 11 SHEET IF NECESSARY)				
IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION				
THIS <u>FIRST</u> DAY OF <u>May</u> 19 <u>89</u>				
<i>David R. R.</i>				
- FOR OFFICE USE ONLY -				
060 FILED	061 CODE	062 REV BOX	063 SEQUENTIAL NO.	064 MICR NO. 698
MAY 17 1989	REVIEWED BY	064 BICC	AMOUNT	065 CORPORATION NUMBER
<i>James J. Ziegler</i>	DATE APPROVED		\$	1507863
	DATE REJECTED	CERTIFY TO	INPUT BY	LOG IN
		<input type="checkbox"/> REV.		LOG IN (REFILED)
	MAILED BY DATE	<input type="checkbox"/> LBI	VERIFIED BY	LOG OUT
		<input type="checkbox"/> OTHER		LOG OUT (REFILED)

3937 699

1. The following provisions shall regulate the status of the corporation as a close corporation:

(a) [Strike out (i) or (ii) below, whichever is not applicable.]

(i) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than 10 persons.
(NUMBER NOT TO EXCEED 10)

~~(ii) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than the smaller of twenty-five shareholders within the meaning of Subchapter S of the Internal Revenue Code of 1954, as amended, or 30 persons.~~

(b) All of the issued shares of all classes of the corporation shall be subject to one or more of the restrictions on transfer permitted by section 613.1 of the Business Corporation Law (15 P.S. § 1613.1).

(c) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.

2. (Optional: BCL § 322B) A person (other than an estate) who is not an "individual" or who is a "non-resident alien," in either case within the meaning of the Internal Revenue Code of 1934, as amended ("Code"), shall not be entitled to be a holder of record of shares of the corporation. Only a person whose consent is currently in effect to the election of the corporation to be treated as an electing small business corporation under Subchapter S of the Code and a shareholder who has not affirmatively refused to consent to the election within sixty days after he acquires his stock, shall be entitled to be a holder of record of shares of the corporation.

3. (Optional: BCL § 383) The business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

4. (Optional: § 376D) The status of the corporation as a "close corporation" within the meaning of the Business Corporation Law shall not be terminated without the affirmative vote or written consent of (all holders of) (shareholders holding 51 (FRACTION AT LEAST TWO-THIRDS)) (the) shares of all classes of the corporation.

5. (Optional: BCL § 384D) (Any shareholder) (shareholders holding 100% (FRACTION) of the shares) of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute.

6. (Optional: BCL § 38A) (Any shareholder) (shareholders holding 100% (FRACTION) of the shares) of the corporation shall have the right at will to cause the corporation to be dissolved by proceeding in the manner provided by statute.

RECEIVED
MAY 17 AM 11
STATE

Commonwealth of Pennsylvania



Department of State CERTIFICATE OF INCORPORATION

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, UNDER THE PROVISIONS OF THE LAWS OF THE COMMONWEALTH, THE SECRETARY OF THE COMMONWEALTH IS AUTHORIZED AND REQUIRED TO ISSUE A "CERTIFICATE OF INCORPORATION" EVIDENCING THE INCORPORATION OF AN ENTITY.

WHEREAS, THE STIPULATIONS AND CONDITIONS OF THE LAW HAVE BEEN FULLY COMPLIED WITH BY
TEL-SAVE, INC. (A CLOSE CORPORATION)

THEREFORE, KNOW YE, THAT SUBJECT TO THE CONSTITUTION OF THIS COMMONWEALTH, AND UNDER THE AUTHORITY OF THE LAWS THEREOF, I DO BY THESE PRESENTS, WHICH I HAVE CAUSED TO BE SEALED WITH THE GREAT SEAL OF THE COMMONWEALTH, DECLARE AND CERTIFY THE CREATION, ERECTION AND INCORPORATION OF THE ABOVE IN DEED AND IN LAW BY THE NAME CHOSEN HEREINBEFORE SPECIFIED.

SUCH CORPORATION SHALL HAVE AND ENJOY AND SHALL BE SUBJECT TO ALL THE POWERS, DUTIES, REQUIREMENTS, AND RESTRICTIONS, SPECIFIED AND ENJOINED IN AND BY THE APPLICABLE LAWS OF THIS COMMONWEALTH.



GIVEN UNDER MY HAND AND THE GREAT SEAL OF THE COMMONWEALTH, AT THE CITY OF HARRISBURG, THIS 17TH DAY OF MAY IN THE YEAR OF OUR LORD ONE THOUSAND NINE HUNDRED AND EIGHTY-NINE AND OF THE COMMONWEALTH THE TWO HUNDRED THIRTEENTH.

Joan J. Haydt
SECRETARY OF THE COMMONWEALTH

KATZ MURPHY D'ANIELLO & FARRELL
ATTN: RICHARD B. MORELL
63 EAST MARSHALL ST
NORRISTOWN, PA 19401-0000

1507863
05937
0698-0700

Microfilm Number _____

Filed with the Department of State on

SEP 22 1995

Entry Number 1507963

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-ELECTION TO VOLUNTARILY TERMINATE
THE STATUTORY CLOSE CORPORATION STATUS

OF
TEL-SAVE, INC.

Name of corporation

A STATUTORY CLOSE CORPORATION

(Pa.C.S. 15-2205 (Rev. 80))

In compliance with the requirements of 15 Pa.C.S. § 2307 (relating to voluntary election of an existing statutory close corporation to terminate its status as a statutory close corporation and to become a business corporation), the undersigned statutory close corporation, desiring to amend its Articles to reflect an election to terminate its status as a statutory close corporation and to become a business corporation, hereby states that:

1. The name of the corporation is: Tel-Save, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>22 Village Square</u>	<u>New Hope</u>	<u>Pennsylvania</u>	<u>18938</u>	<u>Bucks</u>
Number and Street	City	State	Zip	County

(b) o/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law of 1988 (15 Pa.C.S. 2201 et seq.)

4. The date of its incorporation is: May 17, 1989

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. §§ 1905, 2302 and 2307.

7. The corporation elects to voluntarily terminate its status as a statutory close corporation, pursuant to 15 Pa. C.S. 2307, and elects to become a business corporation.

8. (Check, and if appropriate, complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

See Exhibit "A" attached hereto.

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

SEP 22 95

PA Dept of State

SEP 22 1995

Sep-22-95 14:57 TEL-SAV

9562-151

A printed or electronic document contains the Articles:

The printed Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 22nd day of September, 1995.

BY: [Signature]
TITLE: CEO
Daniel M. Beckman, President-CEO

09.22.95 04:43PM +BROCK 210-550-0000 4 703
09.22.95 05:01PM +BROCK 210-550-0000 4 703

EXHIBIT A

9562-152

The Corporation hereby voluntarily terminates its status as a statutory close corporation pursuant to 15 Pa.C.S. 2307. The heading of the Articles of Incorporation stating that the Corporation is a statutory close corporation shall be deleted in its entirety, and Articles 1, 3, 4 and 6 of the Articles of Incorporation shall also be deleted in their entirety.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

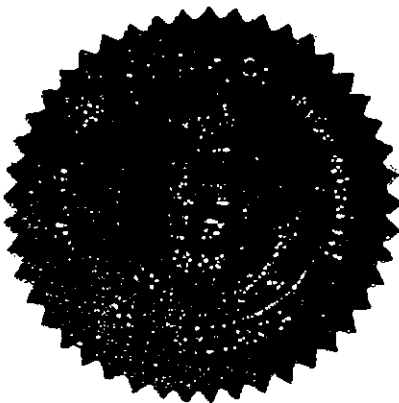
MARCH 24, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

TEL-SAVE, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Yvette Kane", is written over a horizontal line.

Secretary of the Commonwealth

SWAL